



© 1994 MARVEL ENT. GROUP, INC.
\$1.50 US
\$2.05 CAN / UK £1.25
393
SEP
02457
APPROVED BY THE COMICS CODE AUTHORITY

SHRIEKING

THE FINALE!

the AMAZING SPIDER-MAN

INSIDE:
THE SPIDER-MAN
MYSTERY
DEEPENS!

SAVAGE
SHOWDOWN!



BAGLEY
+ RE.

U.S. GOLD!

PRESENTS

MARVEL
COMICS

THE INCREDIBLE HULK™

HE'S BIG, HE'S MEAN, HE'S GREEN...

...AND YOU WOULD BE TOO IF YOU WERE BLASTED BY GAMMA RAYS THAT TURNED YOU INTO A HUGE, POWERFUL, GREEN CREATURE EVERY TIME YOU GOT A LITTLE TICKED-OFF. SO COME ON, GIVE HULK A HAND BATTLING CLASSIC MARVEL VILLAINS LIKE RHINO, TYRANNUS, ABSORBING MAN AND THE LEADER! HULK WILL PROVIDE THE BRAVN, YOU PROVIDE THE SKILL AND BRAINS FOR HOURS OF THE MOST HULKED-OUT ACTION YOU'LL EVER BE A PART OF.

Oh... oh, the Leader has given mild mannered Bruce Banner another migraine... and you know what that means!
AAAAAAARRRRRRGGGGGHHH!!!!



Travel high above the city with Hulk and help him put a serious hurt on Rhino and his henchmen!



Take to the streets, where you and Hulk kick some serious cyborg-butt!



COME ON...
IF YOU THINK YOU'RE
TOUGH ENOUGH!

Teleported to The Leader's lair, you and Hulk face his Bio-Tech Mutants.



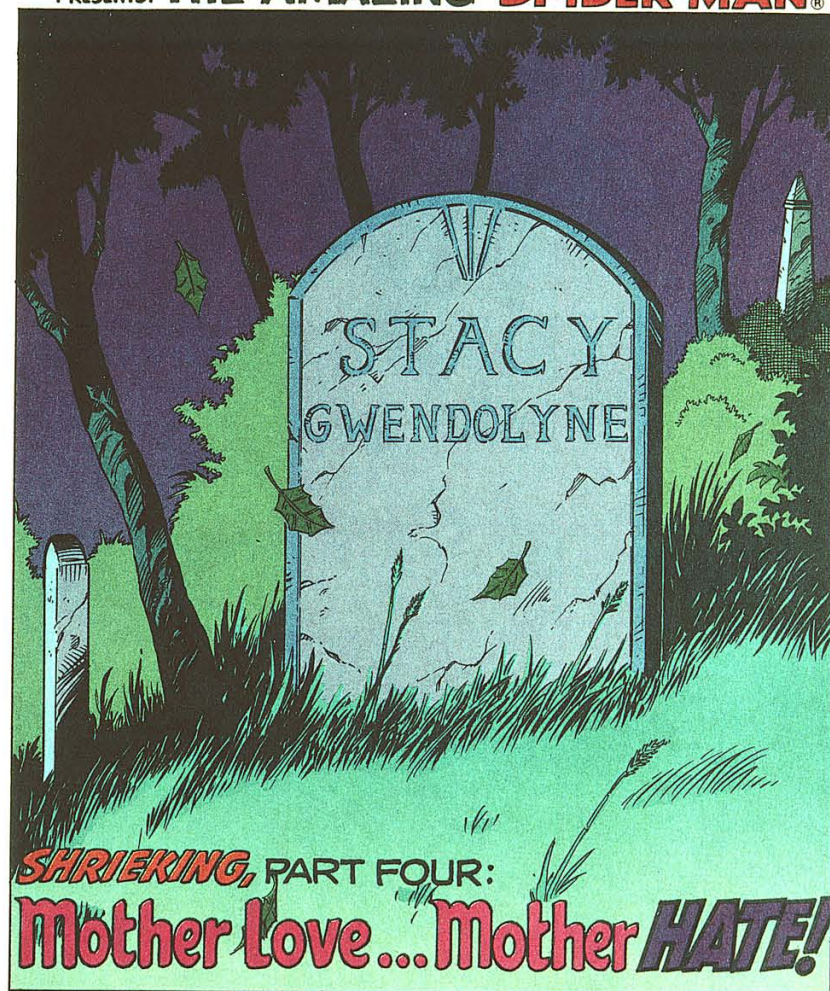
Available for Sega™ Genesis™, Game Gear™ and Super Nintendo Entertainment System®.

© 1994 Marvel Entertainment Group, Inc. All rights reserved. Sega, Genesis and Game Gear are trademarks of Sega Enterprises, Ltd. Super Nintendo Entertainment System and the Official Seals are registered trademarks of Nintendo of America Inc. © 1991 Nintendo of America Inc. © 1993 U.S. Gold, Inc.

TM & © 2004 MARVEL

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee
PRESENTS: **THE AMAZING SPIDER-MAN®**



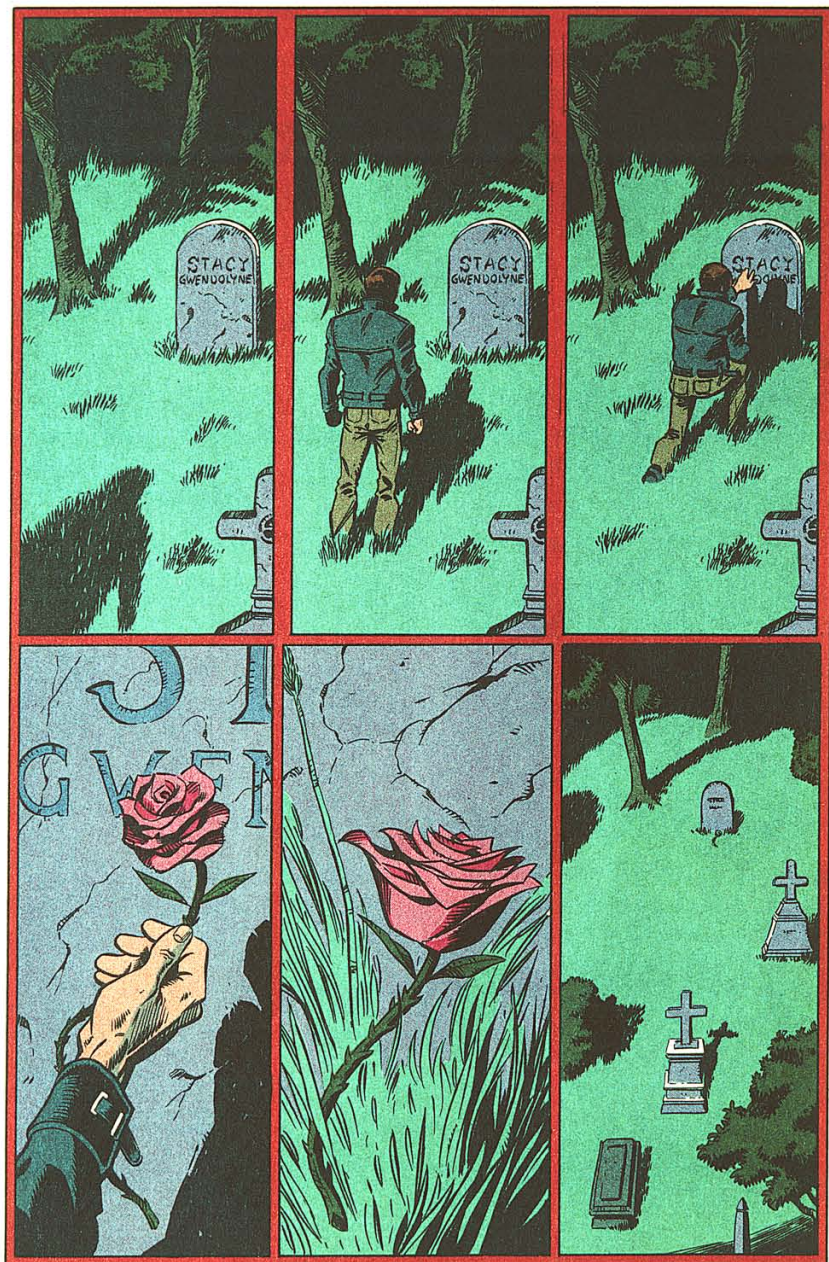
J.M. De MATTEIS, WRITER
JOE ROSEN, LETTERER

MARK BAGLEY, PENCILER
BOB SHAREN, COLORIST
TOM DEFALCO, CHIEF

RANDY EMBERLIN, INKER
DANNY FINGEROTH, EDITOR

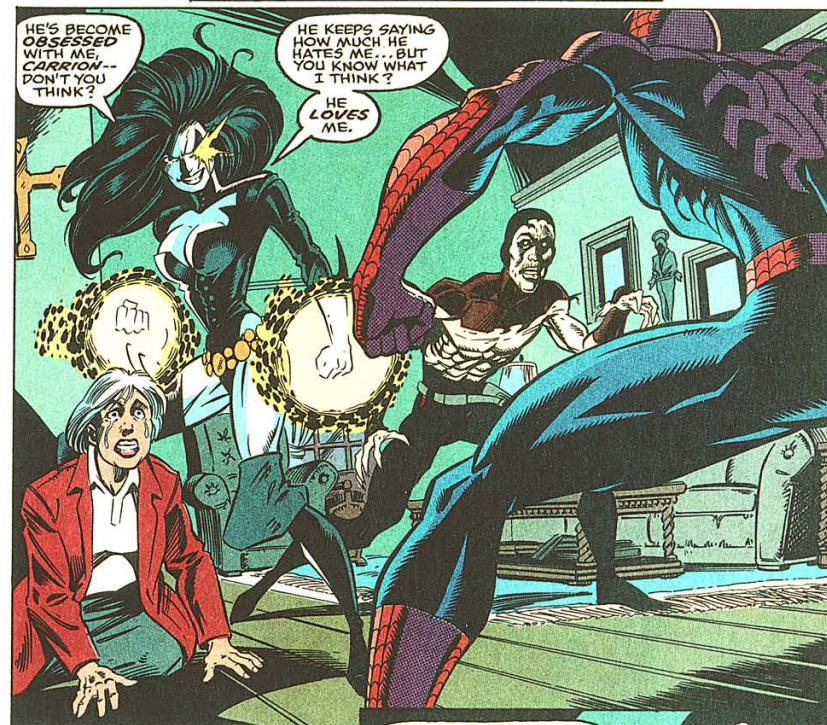
THE AMAZING SPIDER-MAN® Vol. 1, No. 393, September, 1994. (ISSN #0274-5232) Published by MARVEL COMICS, Terry Stewart, President. Stan Lee, Publisher. Michael Hobson, Group Vice President. Publishing OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. SECOND CLASS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 1994 Marvel Entertainment Group, Inc. All rights reserved. Price \$1.50 per copy in the U.S. and \$2.05 in Canada. Subscription rate for 12 issues: \$18.00 U.S.; Canadian subscribers must add \$10.00 for postage and GST #R127032852. Foreign: \$30.00. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. THE AMAZING SPIDER-MAN (including all prominent characters featured in the issue and the distinctive likenesses thereof) is a trademark of MARVEL ENTERTAINMENT GROUP, INC. POSTMASTER: SEND ADDRESS CHANGES TO THE AMAZING SPIDER-MAN, c/o MARVEL DIRECT MARKETING INC., SUBSCRIPTION DEPT., P.O. BOX 1979, DANBURY, CT 06813-1979. TELEPHONE # (212) 696-0810. Printed in the U.S.A.

TM & © 2004 MARVEL



COULDN'T
KEEP AWAY--

--COULD
YOU?



HE'S BECOME
OBSESSED
WITH ME,
CARRION--
DON'T YOU
THINK?

HE KEEPS SAYING
HOW MUCH HE
HATES ME... BUT
YOU KNOW WHAT
I THINK?

HE
LOVES
ME.



NOTHING
TO SAY FOR
YOURSELF,
SPIDER-MAN?
PLAYING IT
STRONG AND
SILENT?

PLAY IT HOW-
EVER YOU'D LIKE,
DOESN'T MATTER
TO ME.

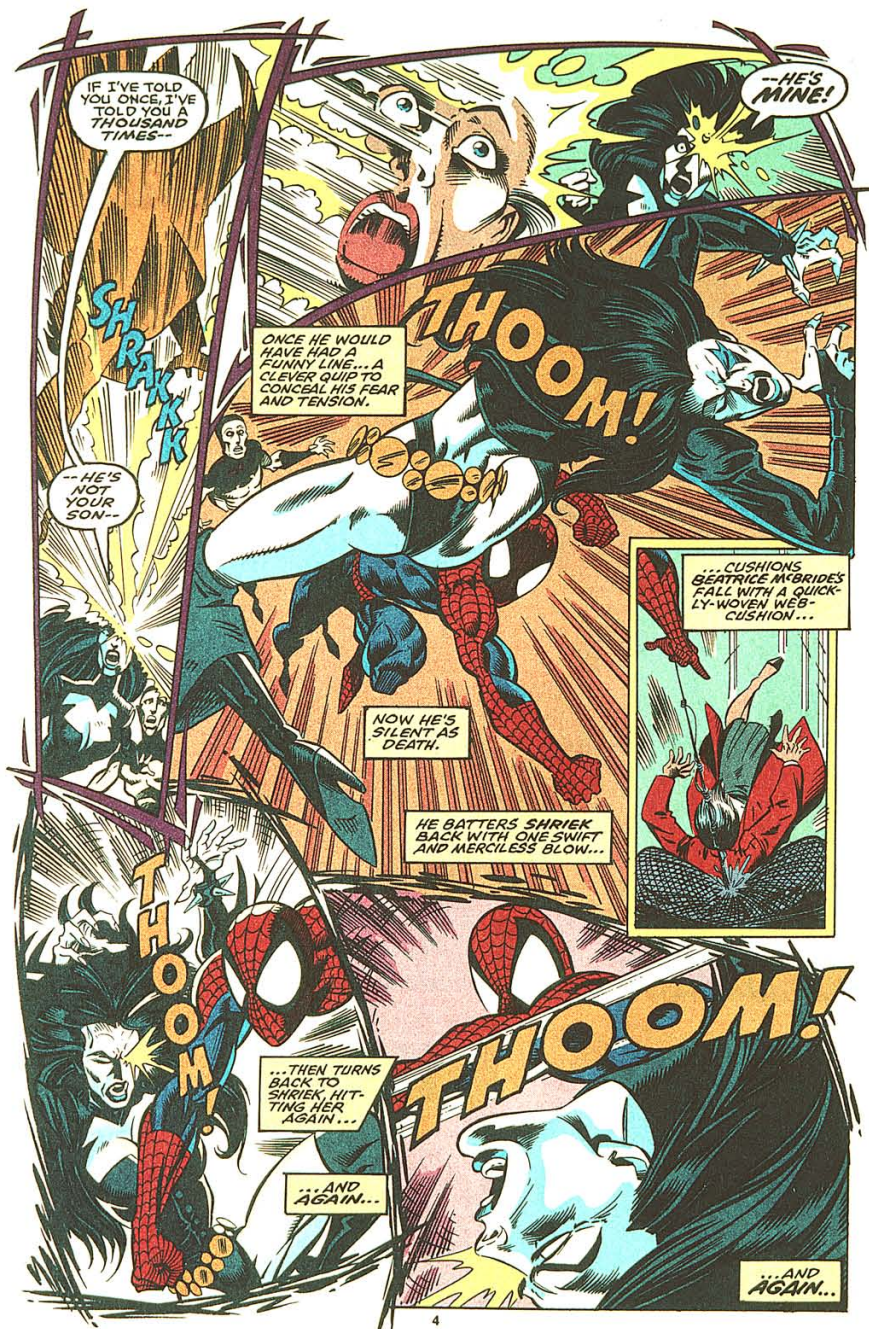
BUT IF YOU'VE COME HERE
TO RESCUE THIS PATHETIC
EXCUSE FOR A WOMAN--

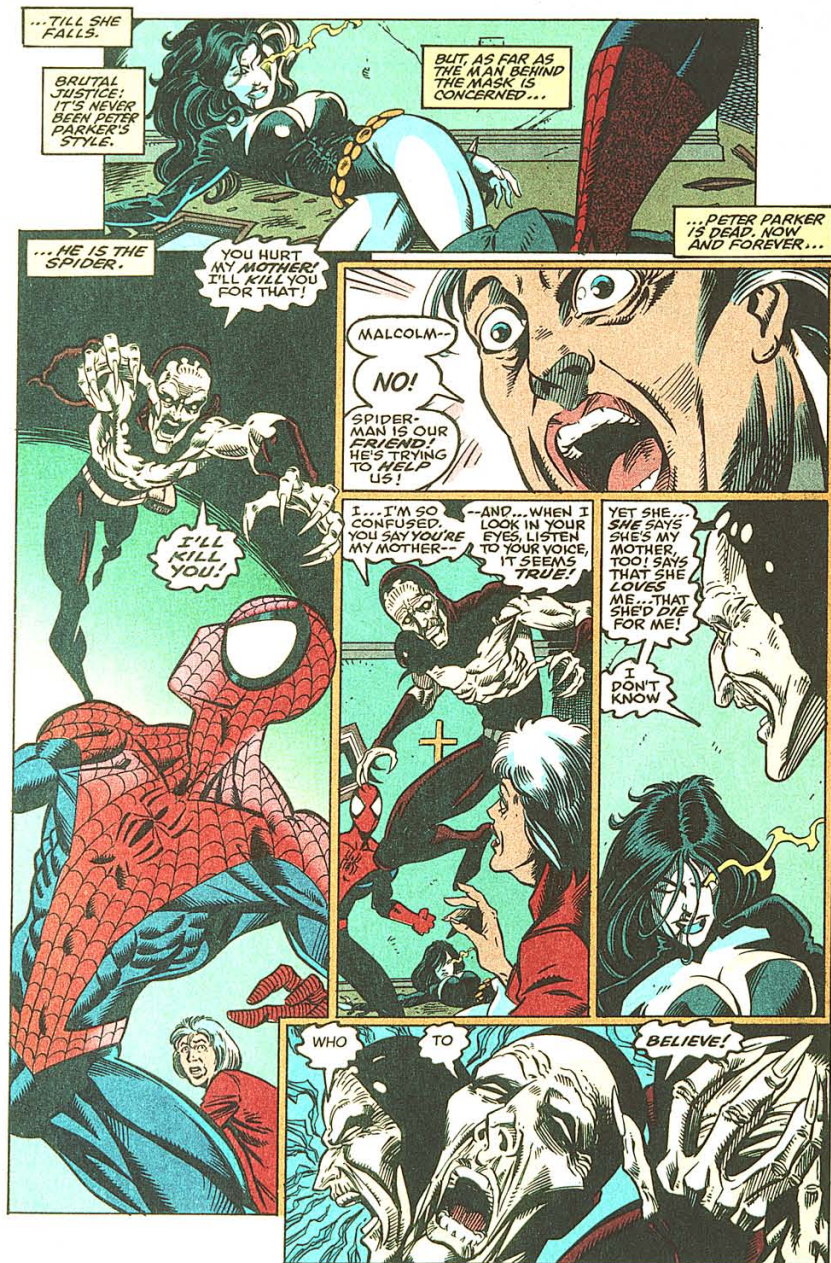
--YOU'RE
CRAWLING UP
THE WRONG
WALL!

SPIDER-
MAN--
I DON'T
MATTER.
JUST SAVE
MY SON--

SAVE
MALCOLM!

*SEE LAST ISSUE FOR
DETAILS. --DANNY





Would you rather meet Joe Montana or win \$10,000? (We couldn't decide either.)



35 5TH PRIZES:
Sega video game machine.



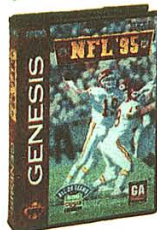
GRAND PRIZE:
Tour The Upper Deck Company in
Carlsbad, CA, shop for \$10,000 worth of
Authenticated stuff, and, oh yeah,
spend the afternoon with Joe Montana.

24
3RD PRIZES:
Wilson's
authentic
Joe Montana
jersey.

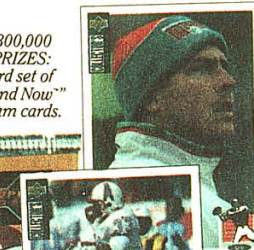


FIVE 1ST PRIZES:
\$1,000
Upper Deck
Authenticated
shopping spree.
But no Joe.

20 6TH PRIZES:
Sega's '95 NFL
video game.



TEN 2ND PRIZES:
Complete sets of our Gold
and Silver insert sets.



Over 300,000
9TH PRIZES:
Six-card set of
"Then and Now"
Hologram cards.



25 4TH PRIZES:
Starter's authentic
Sidelines jacket.



50 8TH PRIZES:
Starter's official
NFL hat.



24 7TH PRIZES:
Wilson's authentic
NFL game.



Win our Collector's Choice™ Sweepstakes, and you get both.

As if our football cards weren't great enough already (like having all the top '94 rookies), now you can look for over 300,000 of our special instant-win sweepstakes cards. The Grand Prize winner gets a chance to spend the afternoon with Joe Montana and take us for \$10,000 worth of Authenticated stuff. So grab a pack of our Collector's Choice cards today. Because this just might be the sweetest deal in football since free agency.

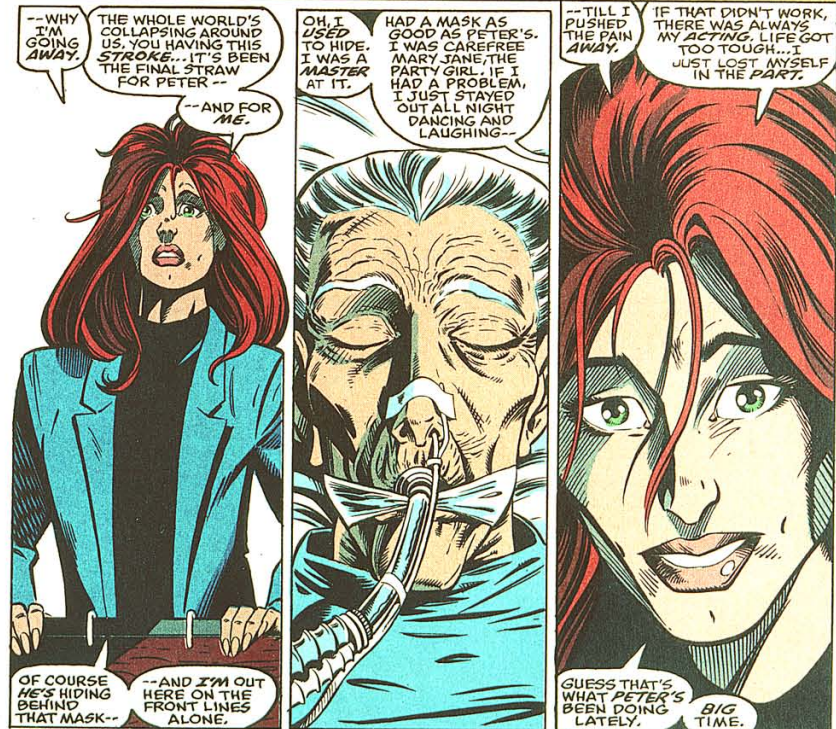
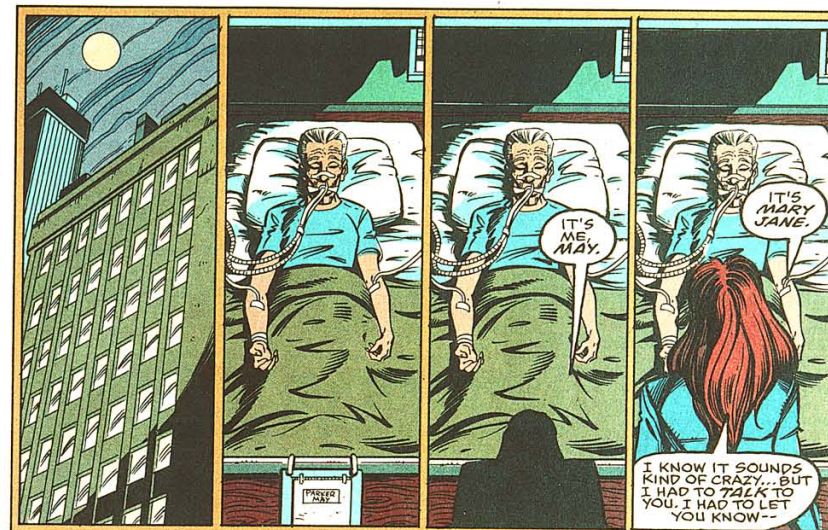
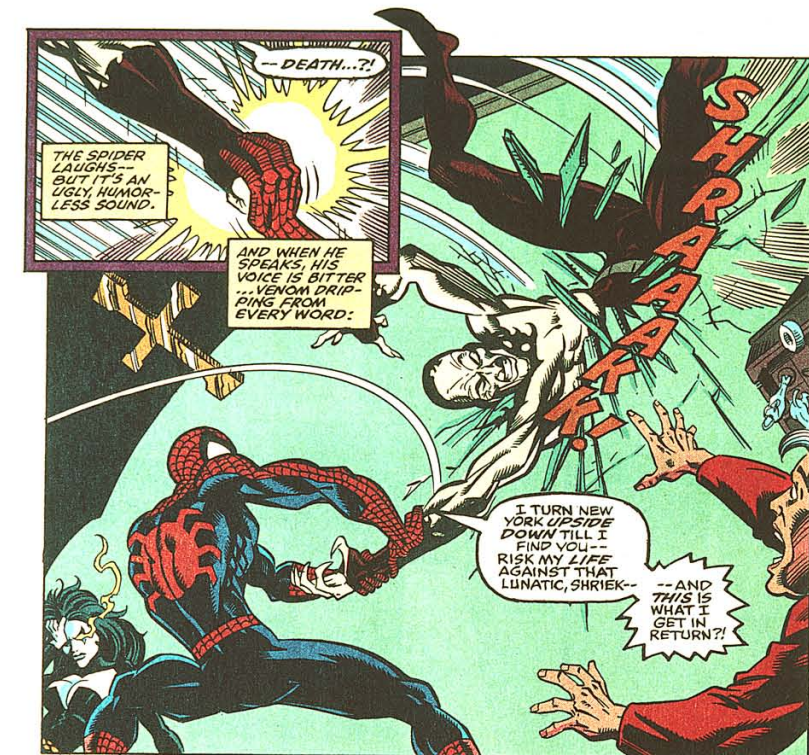


Upper Deck and the card/hologram combination are trademarks of The Upper Deck Company. © 1994 The Upper Deck Company. All and are protected against unauthorized use. Licensed by NFL Quarterback Club. Official licensed product of the NFL Players Association. Chase necessary. Game open to U.S. and Canadian residents. Void in Florida, Puerto Rico and Quebec Province. Game starts on or around day and nighttime telephone numbers on a 3" x 5" card and mail in an envelope to: NFL You Crash the Game Card Request, P.O. Box 28751, St. Louis, MO 63146. You may enter as often as you wish, but only one entry per envelope, mailed separately and which must be received by 4/30/95. Free game card winners will while supply lasts. Only winners will be notified. Ninth Prize and Progressive game card winners must submit a \$1.00 (U.S.) postage and handling fee required to redeem a winning (with law). Odds of winning Grand Prize: 1:10,477,000. Overall odds of winning an Instant Win prize are 1:35. Odds of winning a Progressive game prize depend entirely on the performance of the player depicted on the game card. See full Official Rules for details - for a copy, send a self-addressed, stamped envelope to:

TM & © 2004 MARVEL

TM & © 2004 MARVEL

Rights Reserved. Printed in the U.S.A. The names, symbols, emblems, designs, logos and other indicia are registered trademarks of The National Football League and the member clubs. Product depicted for demonstration purposes only. Odds of finding an Instant Win card are 1:35. Sega and Genesis are trademarks of SEGA. © 1994 SEGA. All rights reserved. No purchase necessary. For a chance to win a free NFL You Crash the Game Instant Win or Progressive game card, legally print your name, complete address with zip code and mail to: NFL You Crash the Game Card Request, P.O. Box 28751, St. Louis, MO 63146. You may enter as often as you wish, but only one entry per envelope, mailed separately and which must be received by 4/30/95. Free game card winners will while supply lasts. Only winners will be notified. Ninth Prize and Progressive game card winners must submit a \$1.00 (U.S.) postage and handling fee required to redeem a winning (with law). Odds of winning Grand Prize: 1:10,477,000. Overall odds of winning an Instant Win prize are 1:35. Odds of winning a Progressive game prize depend entirely on the performance of the player depicted on the game card. See full Official Rules for details - for a copy, send a self-addressed, stamped envelope to:



\$20 FREE BONUS

WITH ORDERS SENT BY SEPT. 17, 1994!

1 FREE Batman poster (Joe Quesada art)!

1 FREE X-Men poster (Adam Kubert art)!

5 FREE valuable comics worth over \$20!

(Based on values in the Wizard Price Guide.)

SPECIAL BONUS - ORDER \$100 OR MORE & GET A FREE LIMITED EDITION IMAGE #0 (WORTH \$29)!

MARVEL SPECIALS!

Avengers 368,369(X-Men)	\$2	Uncanny X-Men 300,304	\$5
Beavis & Butt-Head 1,2(1st)	\$3	284-292,296,297,299	\$3
Daredevil: Man Without Fear	\$3	301,303,305-315	\$2
1,2 (Limit 2)	\$5	3-5	
Excalibur 71 (Hologram)	\$5	X-Force 1 (Gold) 27,9-14	\$2
1 (Limit 1)	\$5	2-4	\$3
Marvels 1,2 (Lim 1)	\$8	3-4	\$5
25 (Hologram cover)	\$5		
Sabretooth 1,2 (Lim 1)	\$5	3-4	\$5
X-Men 1 (Deluxe) 2,14,16,17	\$3		
25 (Hologram cover)	\$5		
Wolverine 72-74,76,78,80-84	\$2		
25 (Hologram cover)	\$5		
75 (Hologram - Limit 2)	\$7.50	26-35 (Limit 2)	\$2

\$1 EACH OR 10 FOR \$7.50

Action 686,687 (Collector's Edition)		Protectors 1-3,10,13	Prototype 1-7
Adv. Superman 500,501,505(Collector)		Punisher 75,88,99	Punisher 2089 13
Archer & Armstrong 9,11-16		Punisher War Journal 50,61,64	
Archer & Armstrong 500(Newsworld)		Rai 9,10,15,21	Ravage 2089 5,18,19
Blodstock 2-5,7,8,10,13,15		Resurrection 1,2,4	Robt 1(Hologram)
Darkhawk 38,40,42,2		Savage Dragon 3(X-Men vs. X-Force)	
Darker Image 1		Savage Dragon vs. Megaton Man 1	
Dinosaurs For Hire 1-3,5,7,8		Secret Defenders 1,2,11	Showcase 9
Dom 2089 2,13,16,18		Secret Weapons 2-4	Solar 20-22,25,27
Dr. Mirage 1		Shadow of the Bat 16,18,20,22	Silver Sable 1
Ex-Mutants 1,7,10,11		Shadowman 14,15,17,19	Starblast 2,4
Eternal Warrior 7,9,15,17		Star Trek: Deep Space 6	Stingers 1-5
Genesis Ashcan #1		Golden City 1-4	
Good Guys 2,4,6		Hero Battle 1	
Harpinor 16,19,21,25		Hard Corps 3-10	
Hercules 1-9		Heroes Battle Special 1	
Image Swimsuit Special 1		1993 1,2	
Jurassic Park: Raptor Attack 1		Mad Dog 1	
Magnus 21,22,24-26,28		Namor 37,39	

HOT COMICS!

Action 686,687,691,697,699,700	\$2	Eternal Warriors 1,3,5,6,Yearbook 1	\$2
Adv. Cyclops & Phoenix 1-3	\$3	Excalibur 71(Hologram) \$5 Ann 1	\$3
Adventures Superman 506-513	\$2	Exiles 1,2,51 (Hologram cover)	\$20
Amazing Spider-Man 365	\$5	Free 1-5,51 (Hologram cover)	\$20
366,374,376-368,369-390	\$2	Gambit 1(Lim 1) \$5 2-4 (Lim 2)	\$20
Archer & Armstrong 9,11-16	\$3	Gen 13 4,5,53	Harpinor 8,14-16
Avengers 360,366-373,375	\$3	Hardcore 1-9 \$1	Super-Reflex 1,3
Batman 1 (Lim 1) \$5 2(Lim 1) \$3		Itchy & Scratchy 1-3 \$3	Kindred 4,5,53
Batman 491,492(1st) \$5 493-499	\$2	Magnus 5 \$20 10 \$10 15-20	\$2
500(Collector) 501,502,506-510	\$2	Mantra 1-6 \$2 1 (Hologram)	\$30
Batman vs. Spawn 1 (48 pgs)	4.95	Marvels 1,2,58 3,4,55	Max 1-6 \$2
Beavis & Butt-Head 1,2(1st Print)	\$3	Prime 1,3-5 \$3	1(Hologram) \$30
Blodstock 1-7 \$2	Blood 1 (1st)	Prim 1,5 2-5 \$3	Prophet 1,5,6,53
Brigade 0,1-4 \$2	Volume 1 1,3-7 \$2	Prototype 1-6 \$1	1(Hologram) \$20
Cable 1 (Min 3) \$3 1-6,12(New)	\$2	Radioactive Man 1-3 (Lim 2)	\$20
Cyberforce 0,2-4 \$2	\$2	Rai 0 (Lim 1) \$10 3,4,55	\$20
Code Name Strike Force 1,3	\$2	Rune 0 (Lim 1) \$15 1-3(Lim 1)	\$2
Daredevil: Man Without Fear 1,2 \$5	3-5 \$2	Sabretooth 1,2(Lim 1) \$5 3-4	\$2
Deathblow 1 (Silver) \$1 2,4,5	\$2	Savage Dragon 1,2,55 \$81	11,2 \$6,52
Deathmate Black, Blue or Yellow \$5		Shadowhawk 295 3,4,52	Bk 11-3 \$2
Detective 660-672,675,676(1st)	\$2	Shadowman 1 \$30 2,3 \$10 6,8 \$5	

COMIC GIFT BAGS

Collector Gift Bag (10 comics) \$7
10 very valuable comics (lots of #1s)
Comic Surprise Bag (20 comics) \$9
Contains 20 different superhero comics!

BEST SELLERS!

Batman: Death in the Family	4.95
Batman: Killing Joke	3.95
Batman: Knightfall Volume 1 & 2	12.95
Batman: Sins of Azrael	9.95
Batman vs. Spawn (48 pages)	4.95
Cable Trade (Lifeline art)	16.95
Death of Superman	4.95
Robin Reborn Trade	4.95
Spawn vs. Batman (McFarlane)	3.95
Spider-Man Torment (McFarlane)	12.95
Spider-Man vs. Venom (McFarlane)	12.95
Superman Returns Trade	14.95
Superman vs. Doomsday 1-3	4.95
Wild CATS Trade (Issues #0-4)	9.95
Wolverine Trade (Miller art)	9.95
World Without a Father	7.50
X-Force & Spider-Man Trade	4.95
X-Men Adventures Volume 1	4.95
X-Men Dark Phoenix Trade	12.95
X-Men Wedding Magazine	\$3

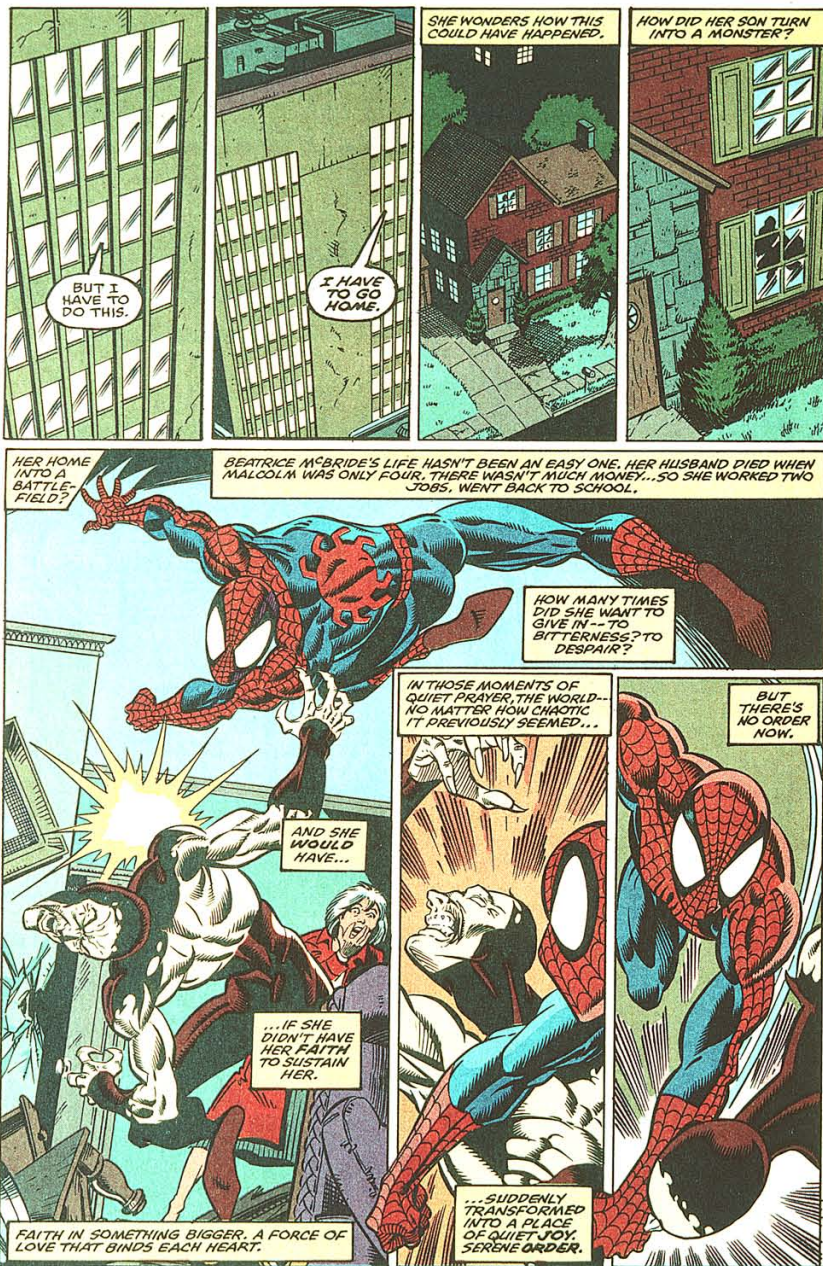
HOT CARDS!

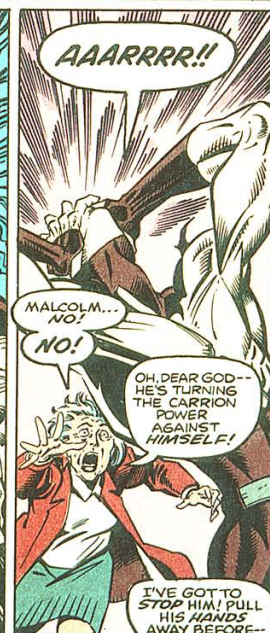
Batman(Silver Box - Pack)	1.50	Box 49.95
Beavis & Butt-Head(Pack)	1.50	Box 49.95
DC Master Series 1 (Per Pack)	2.00	
Marvel Plan Universes 1 (Per Pack)	4.00	
Marvel Masterpieces Series 1 (Pack)	4.00	
Marvel Masterpieces Series 1 (Pack)	4.00	
Marvel Series 1 (Per Pack)	4.00	
Marvel Series 1 (Per Pack)	1.50	
Spiderman (Flexi) Pack \$1.50	Box 39.95	
Star Trek: Master 1 Pack \$2	Box 49.95	
Valiant Arc Cards Pack \$1	Box 19.95	
Valiant Unity Cards Pack \$1	Box 39.95	
Wild CATS Chromium 1 (Per Pack)	2.50	
X-Men Series 1 (Per Pack)	2.00	
X-Men Silver Ultra Series 1 (Pack)	2.00	
Youngblood Pack \$1	Box 39.95	

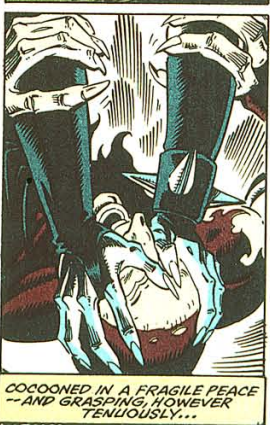
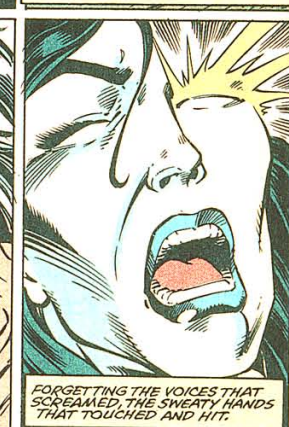
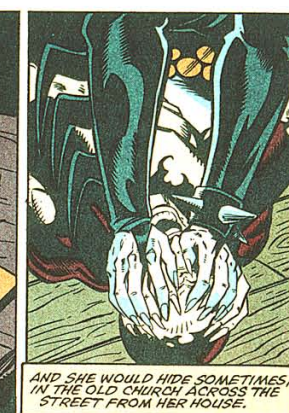
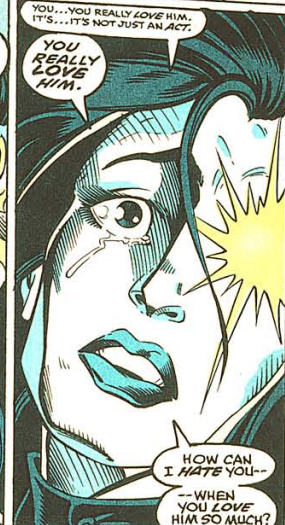
AMERICAN ENTERTAINMENT

1. All orders postpaid by 9/17/94 get a free bonus gift set worth \$20!
The minimum order is \$10.
2. Comics in "the new" X-Men condition.
3. Prices are per each item.
(ex. X-Force 2-7 are \$3 each issue.)
4. Please list all items \$5 in alternatives.
5. U.S. add \$3.95 for shipping. Canada \$4.95. All other countries \$7.95.
6. Add an extra \$1 for insurance.
7. Enclose check or money order. Payment in U.S. funds only.
8. Phone or fax credit card orders. Phone hours 9-6 pm Mon-Fri EST.
9. For best selection, order A.S.A.P!
Allow 3-6 weeks for delivery.
We reserve the right to update prices & limit quantities. Add expires 12/1/94.
Send \$1 for a new catalog after then!











20



WIN A MOUNTAIN BIKE, VIDEO GAME PLAYER, OR VIDEO GAME.
ENTER THE RAZZLES® "IT'S A CANDY, IT'S A GUM" SWEEPSTAKES.



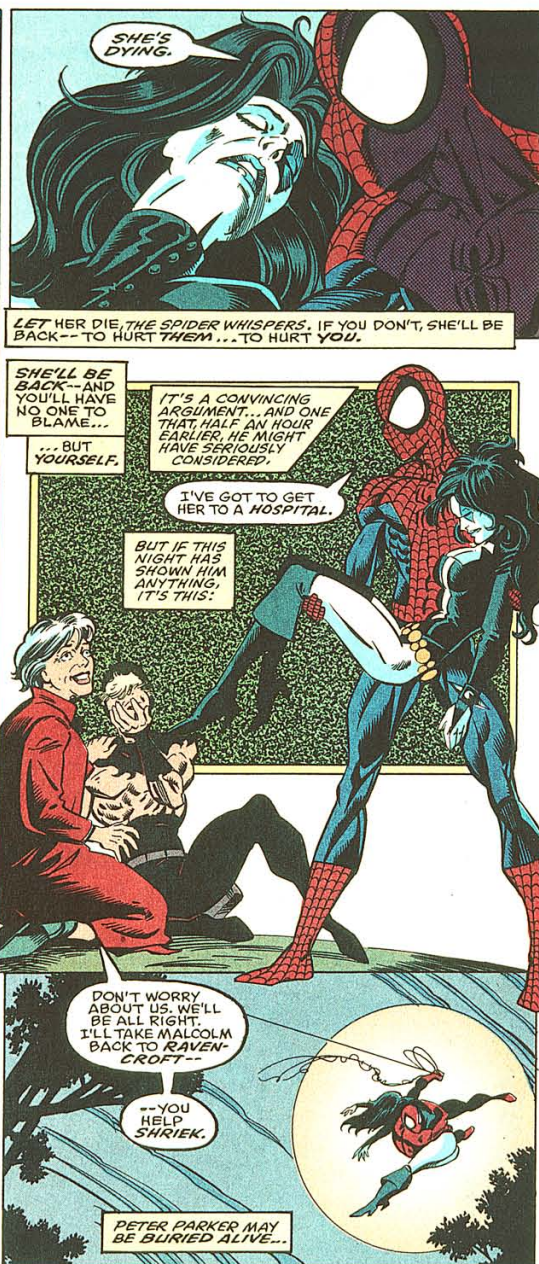
What is this stuff? A candy? A gum?
It's both! Razzles come in funky fruit
flavors and you have a chance to cop
some mega-prizes. Check
out specially marked
Razzles packs for details
on how to enter.



Kids Choose Fleer.

NO PURCHASE NECESSARY. Open to legal residents of continental U.S. Complete and mail an entry blank or a 3 x 5 card with printed name, complete address, phone number and age to: Razzles Bicycle Offer, P.O. Box 1532, Lancaster, PA 17608-1532. One entry per envelope, mailed separately. Must be received by February 28, 1995. Odds of winning prizes (12 mountain bikes, 48 video game players, 100 video games) depend upon number of eligible entries received for each of the four drawings. Winners will be notified by mail. See full Official Rules for details. For a copy, send a self-addressed, stamped envelope to: Official Rules Request, P.O. Box 1532, Lancaster, PA 17608-1532. WA/VT residents may omit return postage.

© 1994 FLEER CORP. MT. LAUREL, NJ 08054



BULLPEN BULLETINS

Question of the Month

If you could be any super hero, which one would you be?

Chuck Dixon (PUNISHER writer): Captain America. I would've liked to have seen the World War II years and still experienced laser discs!

Freddie Mendez (assistant editor): Bullseye. I like the fact that he can take anything and make it into a weapon. If you had that power, you'd never have to be afraid of anyone!

Bob Budiansky (executive editor): Spider-Man. I always thought it would be cool to swing around the city on webs!

Julie Bell (Marvel Trading Cards): Storm, because she flies, she's into nature, and she's really tough!

Tom Morgan (IRON MAN penciler): I would be Iron Man, because then I could accessorize some extra arms onto my armor to help me with deadlines!

Sarra Mossoff (associate editor): The female Nova — Frankie Raye, because she has flaming hair and she gets to fly around the galaxy. I'd like to explore the universe, and see sights that no one has ever seen before!

Steve Skroce (CABLE penciler): I would be Longshot, because he's the luckiest guy in the Marvel Universe! He gets to score with all the chicks!

Frank Turner (JUSTICE Limited Series inker): I'd be the Vision, because then I could go anywhere I wanted to!

Chris Ivy (inker of the upcoming HULK 2009 monthly): I would pick the Vision. Ever since I was twelve years old, I've liked the idea of walking through walls!

Malcolm Davis: Professor Xavier. I like what he represents, and what he's trying to do, ethically and morally. He works with different races, people with different talents and abilities... I try to do that in my own life — work with people from different backgrounds. I'm well-known for that. I think Xavier is the personification of what Marvel is all about. I wouldn't want to read minds, though — you don't want to know what some people are thinking!

Craig Brasfield (JUSTICE Limited Series penciler): Machine Man. If I didn't need food, sleep, or love, maybe I could get a regular book!

Glenn Greenberg (assistant editor): I'd be the Hulk, because I have a bad temper and I like to smash things!

NEWSLINE

ITEM! Last month saw the debut of Marvel Made, our very own in-house line of specialty products! In the past, items like porcelain figures and watches were licensed out to other companies to produce. Now we'll be producing some of those fifty goodies on our own! The difference? We'll be able to cater products especially to hardcore Marveloids, offering up fan-favorite characters in products designed by our finest artists!

Bonnie Berryman is our Manager of Specialty Projects, and she's the one who decides what Marvel Made will come up with next! Here's a rundown of the Marvel Made Products on tap for 1994: June: Wolverine watch and Graduation Ring for Xavier Institute; Class of '94; July: Coldcast porcelain Gambit figurine. (All of our porcelain products are designed by the outstanding Randy Bowen studios!) August: Maximum Carnage watch, and the first in a series of porcelain bookends depicting classic confrontations: Spider-Man vs. Venom set. Up next: Hulk vs. Thing bookends, due this fall. Later in the year will be a Wolverine porcelain figurine, and at Christmastime, watch for a Spider-Man

tree ornament!

Remember, if it doesn't say Marvel Made, it won't get your pulse pounding! **ITEM!** The Marvel Softball Season is under way as you read this, and under the auspices of team manager/stat man Rob Carosella, there are no less than four games to be played against our friendly arch-rivals, the DC Bullets. If you should happen to be in central Park on July 12, August 11, or September 1, check out the North Meadow after 6 p.m. and catch some of Marvel's finest playing America's favorite pastime (other than reading comics)!

ITEM! Okay, first there was the BAT-MAN/PUNISHER book, then the Marvel-DC softball games, and now the most unexpected intercompany crossover of all — the marriage of Marvel's loveable convention coordinator **Tammy Brown** to DC editor **Kevin Dooley**. The couple took their solemn vows on May 21, and then took off on a honeymoon which somehow landed them in the audience of *The Tonight Show* on June 3 where host Jay Leno had them on camera for some silliness. Congrats to the fun couple from Marveloids and DCeekers everywhere!

HYPE BOX

If you haven't read the **SECRET DEFENDERS** lately, you're in for a surprise! According to new co-writer **Tom Brevoort** (with **Mike Kanterovich**), this book is now "the weird, strange, funky, off-beat Marvel Universe book!" The current storyline features popular mutants Archangel and Iceman, as well as Iron Fist and Giant-Man, in battle with the sinister Swarm! Up next: Venom and Spider-Woman! Tom wanted to tell us more about the **SECRET DEFENDERS**, "but it's a secret!"



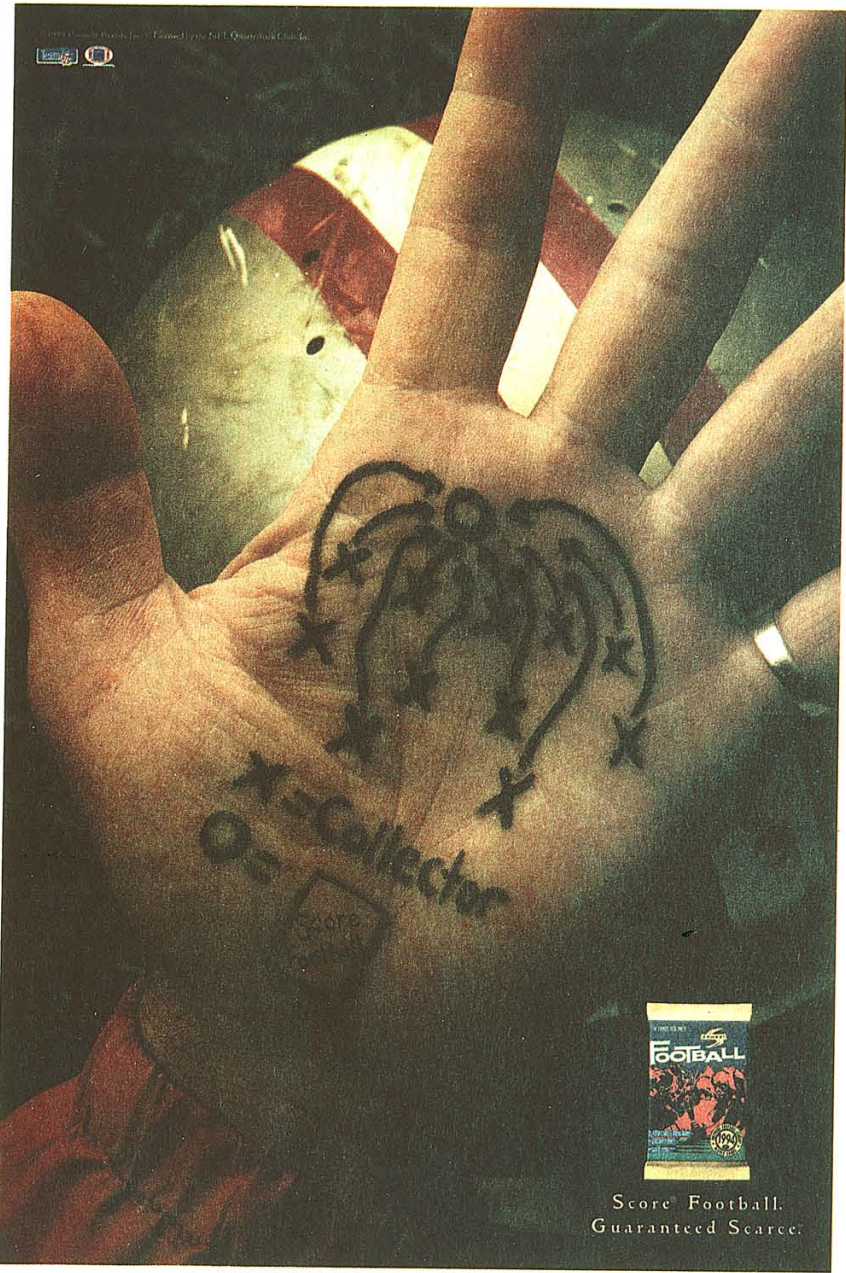
NOW ON SALE

- AMAZING SPIDER-MAN #393:** Showdown with Carnation and Shrike! By DeMatteis/Bogey/Emberlin!
- BARBIE #45:** Barbie and the Pink Sox play ball in a league of their own! By Slater/Rausch/Targell!
- BLACKWOLF #4:** The team gets a new member — a Sentinel! By Herdling/Medina/Anderson!
- CONAN CLASSIC #4:** Conan will never forget the Tower of the Elephant! By Thomas/Windsor-Smith/Buscema!
- DEADPOOL #2 OF 4:** The mouths that roared: Deadpool battles Banshee! By Wald/Churchill/Mirot!
- DOCTOR WHO #215:** Alien

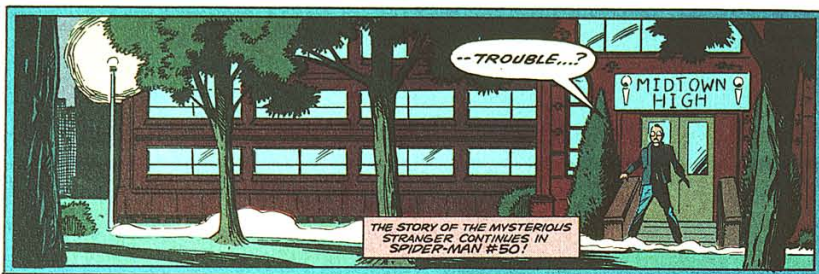
- Insectoids want to devour the Doctor! By Briggs/Andrew!
- GHOST RIDER #53:** When Blackout returns, GR is left in the dark! By Mackie/Lamocot!
- GHOST RIDER ANNUAL #2:** You have nothing to fear but... the Scarecrow! By Ellis/Saltares/Witherby!
- GUARDIANS OF THE GALAXY #52:** Charlie-27 is now prisoner #102564! By Gallagher/West/Montaloni!
- THE LITTLE MERMAID #1:** Ariel swims the seven seas in search of adventure! By Robbins/Wishnu/Hunt!
- MACHINE MAN #20:** You

- don't need 20/20 vision to see how great it is! By DeFalco/Timpal/Windes-Smith!
- NIGHT THRASHER #14:** The history of Night Thrasher and Shouketal! By Slot/Purcell!
- PUNISHER WAR ZONE #31:** Frank sells on the River of Blood! By Dixon/Kubert!
- RAVAGE 2009 #22:** Ravage faces a family feud! By Mills & Skinner/Mehm/Adams!
- SECRET DEFENDERS #19:** With Archangel and Iceman against Swarms the seven seas in search of adventure! By Brevoort & Kanterovich/Wylie/Hudson!
- SILVER SABLE #28:** Silver and Chen team up to stop a serial killer

- By Wright/Purcell/Eklund!
- WAR MACHINE #6:** It's time for Thorpday to pay the Debtstoll! By Kaminski/Gockio/Eklund!
- WOLVERINE #65:** Cable and Wolverine join forces to rescue the X-Men! 48 pages! By Hama/Kubert!
- X-FACTOR #105:** Double-sized issue with triple the number of mutants! By DeZango/Duane/Saunders!
- X-MEN ADVENTURES SEASON 2 #8:** Bishop and Cable race to stop the mutant virus! By Macchio/Hebert!
- X-MEN: THE EARLY YEARS #5:** The Angel — prisoner of Magneto! By Lee/Kirby!

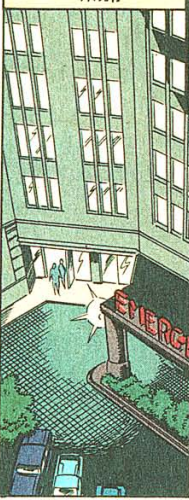


Score Football.
Guaranteed Score.



THE STORY OF THE MYSTERIOUS STRANGER CONTINUES IN SPIDER-MAN #50!

HE FEELS FOR HER-- AND IT ASTONISHES HIM.



AFTER ALL SHE'S DONE, ALL SHE'S PUT HIM THROUGH. NOW CAN HE POSSIBLY FEEL COMPASSION FOR THIS WOMAN?

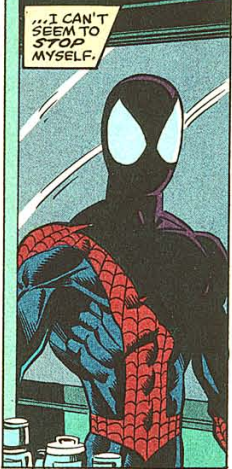


AND YET HE DOES-- Hoping that, once her condition is stabilized and she's been transported back to RAVENCROFT...

...FRANCES BARRISON CAN TAKE THE FIRST HALTING STEPS BACK TOWARD HEALTH-- AND SANITY.

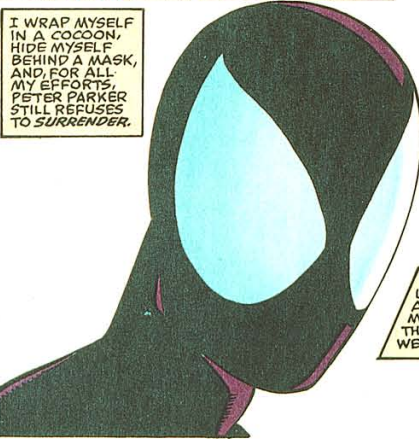


WHAT'S WRONG WITH ME? HE WONDERES. I DON'T WANT TO FEEL... I DON'T WANT TO CARE... AND YET...

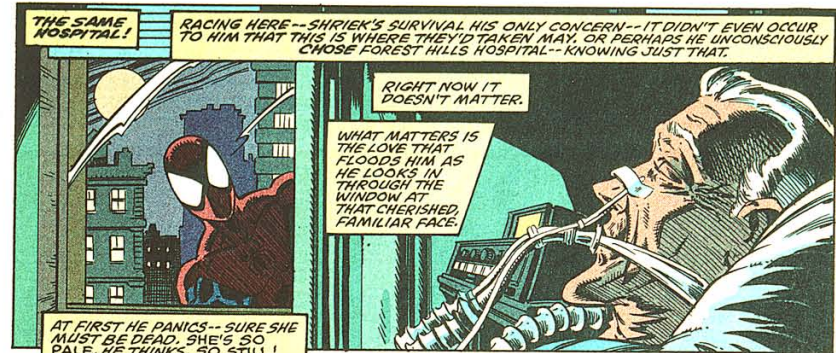
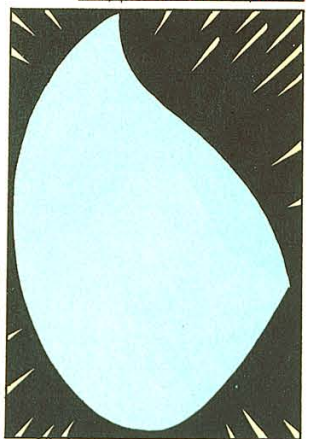


...I CAN'T SEEM TO STOP MYSELF.

I WRAP MYSELF IN A COCOON, HIDE MYSELF BEHIND A MASK, AND FOR ALL MY EFFORTS, PETER PARKER STILL REFUSES TO SURRENDER.



MAYBE UNCLE BEN AND AUNT MAY DID THEIR JOB TOO WELL. MAYBE--



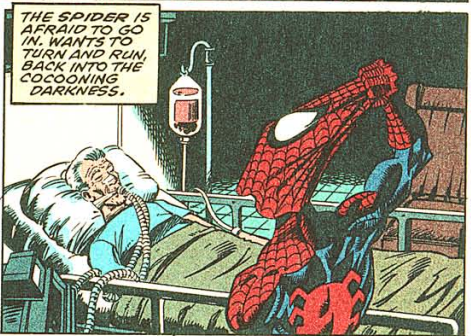
THE SAME HOSPITAL!

RACING HERE-- SHRIEK'S SURVIVAL HIS ONLY CONCERN-- IT DIDN'T EVEN OCCUR TO HIM THAT THIS IS WHERE THEY'D TAKEN MAY, OR PERHAPS HE UNCONSCIOUSLY CHOSE FOREST HILLS HOSPITAL-- KNOWING JUST THAT.

RIGHT NOW IT DOESN'T MATTER.

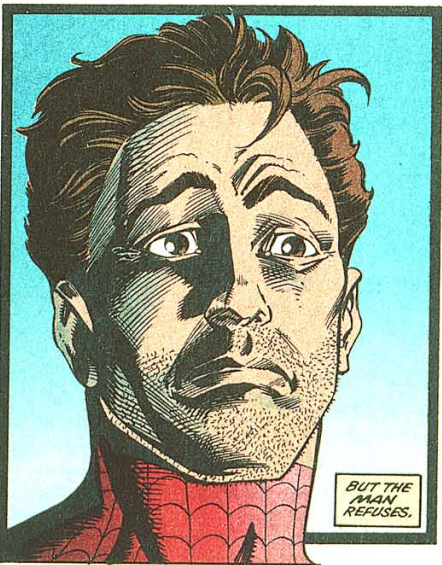
WHAT MATTERS IS THE LOVE THAT FLOODS HIM AS HE LOOKS IN THROUGH THE WINDOW AT THAT CHERISHED, FAMILIAR FACE.

AT FIRST HE PANICS-- SURE SHE MUST BE DEAD. SHE'S SO PALE, HE THINKS. SO STILL! THEN, RELIEVED, HE NOTICES THE GENTLE MOVEMENT OF HER CHEST AS SHE BREATHES.



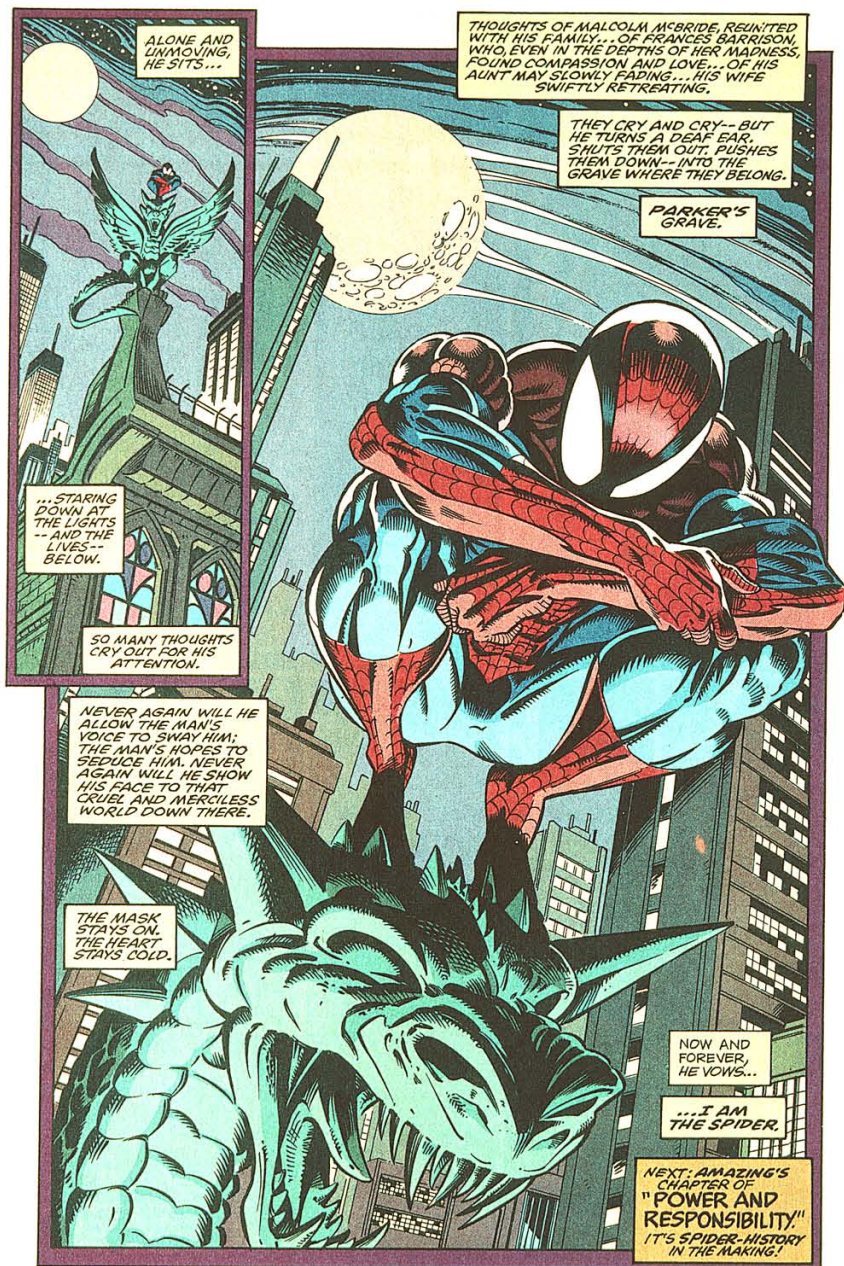
THE SPIDER IS AFRAID TO GO IN. WANTS TO TURN AND RUN, BACK INTO THE COCOONING DARKNESS.

YES, HE REALIZES, SHE'S ALIVE. BUT EACH OF THOSE GOSSAMER BREATHS-- COULD BE HER LAST.



BUT THE MAN REFUSES.

ADV. OF CAPT. AM. 1.50
AKIRA 1.00
AQUA 1.00
ALF 1.00
ALLEN LEGION (1984) 1.50
ALLEN LEGION (1987) 1.50
ALPHA FLIGHT 2.00
DARKSTAR 1.50
1.17, 24, 34 2.00
2.12, 14, 18, 32 2.00
39-56, 105, 107-129 10.00
81 JIM LEAL 1.00
ASTROBOMB TALKS 1.50
25 1ST DEATHLOCK 75.00
26-28 25.00
30-36 25.00
141-163 7.00
164-168 7.00
167-200, 214, 223, 261 7.00
201-213, 222, 224-262 7.00
263-291, 301-310 7.00
311-320, 327-338 7.00
339-348, 351-359, 361-362 7.00
363, 365, 366, 367, 368 7.00
369, 370, 371, 372, 373, 374 7.00
ANNALS 11-22 2.00
BEAST & BUTT-HEAD 1.00
2.1, 11, 50 1.00
CABLE (1992) 1.2 1.00
CABLE (1992) 1.2 1.00
CABLE 1-20 2.00
CAPT. AMERICA 20.00
323 1ST MOON 2.00
284, 285, 286, 289, 301-311 2.00
312, 313, 314, 315, 316, 317 2.00
318, 319, 320, 321, 322, 323 2.00
324, 325, 326, 327, 328 2.00
329, 330, 331, 332, 333 2.00
334, 335, 336, 337, 338 2.00
339, 340, 341, 342, 343 2.00
344, 345, 346, 347, 348 2.00
349, 350, 351, 352, 353 2.00
354, 355, 356, 357, 358 2.00
359, 360, 361, 362, 363 2.00
364, 365, 366, 367, 368 2.00
369, 370, 371, 372, 373 2.00
374, 375, 376, 377, 378 2.00
379, 380, 381, 382, 383 2.00
384, 385, 386, 387, 388 2.00
389, 390, 391, 392, 393 2.00
394, 395, 396, 397, 398 2.00
399, 400, 401, 402, 403 2.00
404, 405, 406, 407, 408 2.00
409, 410, 411, 412, 413 2.00
414, 415, 416, 417, 418 2.00
419, 420, 421, 422, 423 2.00
424, 425, 426, 427, 428 2.00
429, 430, 431, 432, 433 2.00
434, 435, 436, 437, 438 2.00
439, 440, 441, 442, 443 2.00
444, 445, 446, 447, 448 2.00
449, 450, 451, 452, 453 2.00
454, 455, 456, 457, 458 2.00
459, 460, 461, 462, 463 2.00
464, 465, 466, 467, 468 2.00
469, 470, 471, 472, 473 2.00
474, 475, 476, 477, 478 2.00
479, 480, 481, 482, 483 2.00
484, 485, 486, 487, 488 2.00
489, 490, 491, 492, 493 2.00
494, 495, 496, 497, 498 2.00
499, 500, 501, 502, 503 2.00
504, 505, 506, 507, 508 2.00
509, 510, 511, 512, 513 2.00
514, 515, 516, 517, 518 2.00
519, 520, 521, 522, 523 2.00
524, 525, 526, 527, 528 2.00
529, 530, 531, 532, 533 2.00
534, 535, 536, 537, 538 2.00
539, 540, 541, 542, 543 2.00
544, 545, 546, 547, 548 2.00
549, 550, 551, 552, 553 2.00
554, 555, 556, 557, 558 2.00
559, 560, 561, 562, 563 2.00
564, 565, 566, 567, 568 2.00
569, 570, 571, 572, 573 2.00
574, 575, 576, 577, 578 2.00
579, 580, 581, 582, 583 2.00
584, 585, 586, 587, 588 2.00
589, 590, 591, 592, 593 2.00
594, 595, 596, 597, 598 2.00
599, 600, 601, 602, 603 2.00
604, 605, 606, 607, 608 2.00
609, 610, 611, 612, 613 2.00
614, 615, 616, 617, 618 2.00
619, 620, 621, 622, 623 2.00
624, 625, 626, 627, 628 2.00
629, 630, 631, 632, 633 2.00
634, 635, 636, 637, 638 2.00
639, 640, 641, 642, 643 2.00
644, 645, 646, 647, 648 2.00
649, 650, 651, 652, 653 2.00
654, 655, 656, 657, 658 2.00
659, 660, 661, 662, 663 2.00
664, 665, 666, 667, 668 2.00
669, 670, 671, 672, 673 2.00
674, 675, 676, 677, 678 2.00
679, 680, 681, 682, 683 2.00
684, 685, 686, 687, 688 2.00
689, 690, 691, 692, 693 2.00
694, 695, 696, 697, 698 2.00
699, 700, 701, 702, 703 2.00
704, 705, 706, 707, 708 2.00
709, 710, 711, 712, 713 2.00
714, 715, 716, 717, 718 2.00
719, 720, 721, 722, 723 2.00
724, 725, 726, 727, 728 2.00
729, 730, 731, 732, 733 2.00
734, 735, 736, 737, 738 2.00
739, 740, 741, 742, 743 2.00
744, 745, 746, 747, 748 2.00
749, 750, 751, 752, 753 2.00
754, 755, 756, 757, 758 2.00
759, 760, 761, 762, 763 2.00
764, 765, 766, 767, 768 2.00
769, 770, 771, 772, 773 2.00
774, 775, 776, 777, 778 2.00
779, 780, 781, 782, 783 2.00
784, 785, 786, 787, 788 2.00
789, 790, 791, 792, 793 2.00
794, 795, 796, 797, 798 2.00
799, 800, 801, 802, 803 2.00
804, 805, 806, 807, 808 2.00
809, 810, 811, 812, 813 2.00
814, 815, 816, 817, 818 2.00
819, 820, 821, 822, 823 2.00
824, 825, 826, 827, 828 2.00
829, 830, 831, 832, 833 2.00
834, 835, 836, 837, 838 2.00
839, 840, 841, 842, 843 2.00
844, 845, 846, 847, 848 2.00
849, 850, 851, 852, 853 2.00
854, 855, 856, 857, 858 2.00
859, 860, 861, 862, 863 2.00
864, 865, 866, 867, 868 2.00
869, 870, 871, 872, 873 2.00
874, 875, 876, 877, 878 2.00
879, 880, 881, 882, 883 2.00
884, 885, 886, 887, 888 2.00
889, 890, 891, 892, 893 2.00
894, 895, 896, 897, 898 2.00
899, 900, 901, 902, 903 2.00
904, 905, 906, 907, 908 2.00
909, 910, 911, 912, 913 2.00
914, 915, 916, 917, 918 2.00
919, 920, 921, 922, 923 2.00
924, 925, 926, 927, 928 2.00
929, 930, 931, 932, 933 2.00
934, 935, 936, 937, 938 2.00
939, 940, 941, 942, 943 2.00
944, 945, 946, 947, 948 2.00
949, 950, 951, 952, 953 2.00
954, 955, 956, 957, 958 2.00
959, 960, 961, 962, 963 2.00
964, 965, 966, 967, 968 2.00
969, 970, 971, 972, 973 2.00
974, 975, 976, 977, 978 2.00
979, 980, 981, 982, 983 2.00
984, 985, 986, 987, 988 2.00
989, 990, 991, 992, 993 2.00
994, 995, 996, 997, 998 2.00
999, 1000, 1001, 1002, 1003 2.00
1004, 1005, 1006, 1007, 1008 2.00
1009, 1010, 1011, 1012, 1013 2.00
1014, 1015, 1016, 1017, 1018 2.00
1019, 1020, 1021, 1022, 1023 2.00
1024, 1025, 1026, 1027, 1028 2.00
1029, 1030, 1031, 1032, 1033 2.00
1034, 1035, 1036, 1037, 1038 2.00
1039, 1040, 1041, 1042, 1043 2.00
1044, 1045, 1046, 1047, 1048 2.00
1049, 1050, 1051, 1052, 1053 2.00
1054, 1055, 1056, 1057, 1058 2.00
1059, 1060, 1061, 1062, 1063 2.00
1064, 1065, 1066, 1067, 1068 2.00
1069, 1070, 1071, 1072, 1073 2.00
1074, 1075, 1076, 1077, 1078 2.00
1079, 1080, 1081, 1082, 1083 2.00
1084, 1085, 1086, 1087, 1088 2.00
1089, 1090, 1091, 1092, 1093 2.00
1094, 1095, 1096, 1097, 1098 2.00
1099, 1100, 1101, 1102, 1103 2.00
1104, 1105, 1106, 1107, 1108 2.00
1109, 1110, 1111, 1112, 1113 2.00
1114, 1115, 1116, 1117, 1118 2.00
1119, 1120, 1121, 1122, 1123 2.00
1124, 1125, 1126, 1127, 1128 2.00
1129, 1130, 1131, 1132, 1133 2.00
1134, 1135, 1136, 1137, 1138 2.00
1139, 1140, 1141, 1142, 1143 2.00
1144, 1145, 1146, 1147, 1148 2.00
1149, 1150, 1151, 1152, 1153 2.00
1154, 1155, 1156, 1157, 1158 2.00
1159, 1160, 1161, 1162, 1163 2.00
1164, 1165, 1166, 1167, 1168 2.00
1169, 1170, 1171, 1172, 1173 2.00
1174, 1175, 1176, 1177, 1178 2.00
1179, 1180, 1181, 1182, 1183 2.00
1184, 1185, 1186, 1187, 1188 2.00
1189, 1190, 1191, 1192, 1193 2.00
1194, 1195, 1196, 1197, 1198 2.00
1199, 1200, 1201, 1202, 1203 2.00
1204, 1205, 1206, 1207, 1208 2.00
1209, 1210, 1211, 1212, 1213 2.00
1214, 1215, 1216, 1217, 1218 2.00
1219, 1220, 1221, 1222, 1223 2.00
1224, 1225, 1226, 1227, 1228 2.00
1229, 1230, 1231, 1232, 1233 2.00
1234, 1235, 1236, 1237, 1238 2.00
1239, 1240, 1241, 1242, 1243 2.00
1244, 1245, 1246, 1247, 1248 2.00
1249, 1250, 1251, 1252, 1253 2.00
1254, 1255, 1256, 1257, 1258 2.00
1259, 1260, 1261, 1262, 1263 2.00
1264, 1265, 1266, 1267, 1268 2.00
1269, 1270, 1271, 1272, 1273 2.00
1274, 1275, 1276, 1277, 1278 2.00
1279, 1280, 1281, 1282, 1283 2.00
1284, 1285, 1286, 1287, 1288 2.00
1289, 1290, 1291, 1292, 1293 2.00
1294, 1295, 1296, 1297, 1298 2.00
1299, 1300, 1301, 1302, 1303 2.00
1304, 1305, 1306, 1307, 1308 2.00
1309, 1310, 1311, 1312, 1313 2.00
1314, 1315, 1316, 1317, 1318 2.00
1319, 1320, 1321, 1322, 1323 2.00
1324, 1325, 1326, 1327, 1328 2.00
1329, 1330, 1331, 1332, 1333 2.00
1334, 1335, 1336, 1337, 1338 2.00
1339, 1340, 1341, 1342, 1343 2.00
1344, 1345, 1346, 1347, 1348 2.00
1349, 1350, 1351, 1352, 1353 2.00
1354, 1355, 1356, 1357, 1358 2.00
1359, 1360, 1361, 1362, 1363 2.00
1364, 1365, 1366, 1367, 1368 2.00
1369, 1370, 1371, 1372, 1373 2.00
1374, 1375, 1376, 1377, 1378 2.00
1379, 1380, 1381, 1382, 1383 2.00
1384, 1385, 1386, 1387, 1388 2.00
1389, 1390, 1391, 1392, 1393 2.00
1394, 1395, 1396, 1397, 1398 2.00
1399, 1400, 1401, 1402, 1403 2.00
1404, 1405, 1406, 1407, 1408 2.00
1409, 1410, 1411, 1412, 1413 2.00
1414, 1415, 1416, 1417, 1418 2.00
1419, 1420, 1421, 1422, 1423 2.00
1424, 1425, 1426, 1427, 1428 2.00
1429, 1430, 1431, 1432, 1433 2.00
1434, 1435, 1436, 1437, 1438 2.00
1439, 1440, 1441, 1442, 1443 2.00
1444, 1445, 1446, 1447, 1448 2.00
1449, 1450, 1451, 1452, 1453 2.00
1454, 1455, 1456, 1457, 1458 2.00
1459, 1460, 1461, 1462, 1463 2.00
1464, 1465, 1466, 1467, 1468 2.00
1469, 1470, 1471, 1472, 1473 2.00
1474, 1475, 1476, 1477, 1478 2.00
1479, 1480, 1481, 1482, 1483 2.00
1484, 1485, 1486, 1487, 1488 2.00
1489, 1490, 1491, 1492, 1493 2.00
1494, 1495, 1496, 1497, 1498 2.00
1499, 1500, 1501, 1502, 1503 2.00
1504, 1505, 1506, 1507, 1508 2.00
1509, 1510, 1511, 1512, 1513 2.00
1514, 1515, 1516, 1517, 1518 2.00
1519, 1520, 1521, 1522, 1523 2.00
1524, 1525, 1526, 1527, 1528 2.00
1529, 1530, 1531, 1532, 1533 2.00
1534, 1535, 1536, 1537, 1538 2.00
1539, 1540, 1541, 1542, 1543 2.00
1544, 1545, 1546, 1547, 1548 2.00
1549, 1550, 1551, 1552, 1553 2.00
1554, 1555, 1556, 1557, 1558 2.00
1559, 1560, 1561, 1562, 1563 2.00
1564, 1565, 1566, 1567, 1568 2.00
1569, 1570, 1571, 1572, 1573 2.00
1574, 1575, 1576, 1577, 1578 2.00
1579, 1580, 1581, 1582, 1583 2.00
1584, 1585, 1586, 1587, 1588 2.00
1589, 1590, 1591, 1592, 1593 2.00
1594, 1595, 1596, 1597, 1598 2.00
1599, 1600, 1601, 1602, 1603 2.00
1604, 1605, 1606, 1607, 1608 2.00
1609, 1610, 1611, 1612, 1613 2.00
1614, 1615, 1616, 1617, 1618 2.00
1619, 1620, 1621, 1622, 1623 2.00
1624, 1625, 1626, 1627, 1628 2.00
1629, 1630, 1631, 1632, 1633 2.00
1634, 1635, 1636, 1637, 1638 2.00
1639, 1640, 1641, 1642, 1643 2.00
1644, 1645, 1646, 1647, 1648 2.00
1649, 1650, 1651, 1652, 1653 2.00
1654, 1655, 1656, 1657, 1658 2.00
1659, 1660, 1661, 1662, 1663 2.00
1664, 1665, 1666, 1667, 1668 2.00
1669, 1670, 1671, 1672, 1673 2.00
1674, 1675, 1676, 1677, 1678 2.00
1679, 1680, 1681, 1682, 1683 2.00
1684, 1685, 1686, 1687, 1688 2.00
1689, 1690, 1691, 1692, 1693 2.00
1694, 1695, 1696, 1697, 1698 2.00
1699, 1700, 1701, 1702, 1703 2.00
1704, 1705, 1706, 1707, 1708 2.00
1709, 1710, 1711, 1712, 1713 2.00
1714, 1715, 1716, 1717, 1718 2.00
1719, 1720, 1721, 1722, 1723 2.00
1724, 1725, 1726, 1727, 1728 2.00
1729, 1730, 1731, 1732, 1733 2.00
1734, 1735, 1736, 1737, 1738 2.00
1739, 1740, 1741, 1742, 1743 2.00
1744, 1745, 1746, 1747, 1748 2.00
1749, 1750, 1751, 1752, 1753 2.00
1754, 1755, 1756, 1757, 1758 2.00
1759, 1760, 1761, 1762, 1763 2.00
1764, 1765, 1766, 1767, 1768 2.00
1769, 1770, 1771, 1772, 1773 2.00
1774, 1775, 1776, 1777, 1778 2.00
1779, 1780, 1781, 1782, 1783 2.00
1784, 1785, 1786, 1787, 1788 2.00
1789, 1790, 1791, 1792, 1793 2.00
1794, 1795, 1796, 1797, 1798 2.00
1799, 1800, 1801, 1802, 1803 2.00
1804, 1805, 1806, 1807, 1808 2.00
1809, 1810, 1811, 1812, 1813 2.00
1814, 1815, 1816, 1817, 1818 2.00
1819, 1820, 1821, 1822, 1823 2.00
1824, 1825, 1826, 1827, 1828 2.00
1829, 1830, 1831, 1832, 1833 2.00
1834, 1835, 1836, 1837, 1838 2.00
1839, 1840, 1841, 1842, 1843 2.00
1844, 1845, 1846, 1847, 1848 2.00
1849, 1850, 1851, 1852, 1853 2.00
1854, 1855, 1856, 1857, 1858 2.00
1859, 1860, 1861, 1862, 1863 2.00
1864, 1865, 1866, 1867, 1868 2.00
1869, 1870, 1871, 1872, 1873 2.00
1874, 1875, 1876, 1877, 1878 2.00
1879, 1880, 1881, 1882, 1883 2.00
1884, 1885, 1886, 1887, 1888 2.00
1889, 1890, 1891, 1892, 1893 2.00
1894, 1895, 1896, 1897, 1898 2.00
1899, 1900, 1901, 1902, 1903 2.00
1904, 1905, 1906, 1907, 1908 2.00
1909, 1910, 1911, 1912, 1913 2.00
1914, 1915, 1916, 1917, 1918 2.00
1919, 1920, 1921, 1922, 1923 2.00
1924, 1925, 1926, 1927, 1928 2.00
1929, 1930, 1931, 1932, 1933 2.00
1934, 1935, 1936, 1937, 1938 2.00
1939, 1940, 1941, 1942, 1943 2.00
1944, 1945, 1946, 1947, 1948 2.00
1949, 1950, 1951, 1952, 1953 2.00
1954, 1955, 1956, 1957, 1958 2.00
1959, 1960, 1961, 1962, 1963 2.00
1964, 1965, 1966, 1967, 1968 2.00
1969, 1970, 1971, 1972, 1973 2.00
1974, 1975, 1976, 1977, 1978 2.00
1979, 1980, 1981, 1982, 1983 2.00
1984, 1985, 1986, 1987, 1988 2.00
1989, 1990, 1991, 1992, 1993 2.00
1994, 1995, 1996, 1997, 1998 2.00
1999, 2000, 2001, 2002, 2003 2.00
2004, 2005, 2006, 2007, 2008 2.00
2009, 2010, 2011, 2012, 2013 2.00
2014, 2015, 2016, 2017, 2018 2.00
2019, 2020, 2021, 2022, 2023 2.00
2024, 2025, 2026, 2027, 2028 2.00
2029, 2030, 2031, 2032, 2033 2.00
2034, 2035, 2036, 2037, 2038 2.00
2039, 2040, 2041, 2042, 2043 2.00
2044, 2045, 2046, 2047, 2048 2.00
2049, 2050, 2051, 2052, 2053 2.00
2054, 2055, 2056, 2057, 2058 2.00
2059, 2060, 2061, 2062, 2063 2.00
2064, 2065, 2066, 2067, 2068 2.00
2069, 2070, 2071, 2072, 2073 2.00
2074, 2075, 2076, 2077, 2078 2.00
2079, 2080, 2081, 2082, 2083 2.00
2084, 2085, 2086



THE SPIDER'S WEB

% MARVEL COMICS GROUP
387 Park Avenue South
New York, New York 10016

DANNY FINGEROTH
EDITOR
MARK BERNARDO
ASSISTANT EDITOR

Attention correspondents: All letters considered for publication must include your name and address, though we will withhold that information upon request.

SPIDER-MAN MYSTERY ALERT!

As you've seen in this issue, the Mystery Man (already glimpsed in the recent issues of the monthly Spider-titles) has made it to New York, and the shocking revelation of his identity -- and his inevitable confrontation with Peter Parker -- loom ever closer! Follow him next into the landmark 50th issue of SPIDER-MAN, for another piece of the puzzle (as if Spidey's first major battle with the son of Kraven and the eye-catching holographic foil-stamped cover weren't enough of an enticement!), then pick up SPECTACULAR #216 to see the stranger unmasked -- and face-to-face with Peter Parker! It's all the kickoff to what's sure to be the most talked-about storyline of the year! (Or did we mention that already? Can you tell we're excited?)

Dear Spider-Maniacs,

I just read AMAZING SPIDER-MAN #387, and the word for it is "astounding!"

The Vulture's new costume is, to say the least, cool! So is this plotline with the mysterious "Janitor" (although anyone who doesn't know it's the Chameleon needs to read more comics).

The last page really gave me the willies! But after thinking about it, I believe I can offer three theories as to the true identities and motives of Peter's parents. Here goes:

Theory #1: Fakes! They're henchmen of the Chameleon who were treated with the same shape-shifting surgical process he was, and now are part of his revenge scheme.

Theory #2: Fakes! They're virus-created "clones," who are either henchmen of Miles Warren (who is secretly alive), or another enemy who somehow obtained a set of the good doctor's notes.

Theory #3: Genuine article! They were brainwashed by the Red Skull (the real one, who's been known to do such things), and sent off to destroy Spidey. After all, doesn't the Skull hate Spidey for foiling his "Assassin Nation Plot" some time back?

Brian Corvello
42 Winston Drive
Washington, CT 06794

Thanks for the commentary, Brian! Good guesswork, though none of your theories on the true nature of the "parents" were on the money. However, you were among the many who did correctly guess the Chameleon's identity.

Dear Spider's Web,

I just put down ASM #387, and felt that I had to write. The "Lifethelt" storyline has so far been great, and I can't wait for the conclusion. Although I'll be saddened

to see David Michelinie leave, I'm sure that whoever takes over will more than make up for the loss.

The team of Bagley and Emberlin is one of the best to come along in a long time. I rank them up there with Byrne/Austin and Kirby/Sinnot. I just hope you guys keep them around for as long as possible.

My congratulations to the whole team on AMAZING SPIDER-MAN. Every month, a great piece of work is put out by all. The only criticism I have is regarding the Vulture's new costume. If it ain't broke, don't fix it!

Before I go, I'm looking for pen pals, especially from any Marvel fans in Guadalajara in Mexico. I'm Mexican, so it's okay to write in Spanish!

I'm eagerly awaiting the next issue of AMAZING SPIDER-MAN. I know I won't be disappointed.

Oscar Lepe
2876 16th Street
San Francisco, CA 94103

We hope this helps in your quest for pen pals, Oscar! We're always happy to help Marvelites reach out to each other across the miles!

As for your comments, we think that J.M. DeMatteis, our new scribe (and no stranger to Spidey), is carrying on the momentum that David gave this book quite well, and also doing some of the absolute best work of his career. Let us know if you agree!

On the art front, we also think that you'll flip over our new inker who makes his debut in next month's issue: Larry Mahlstedt, the guy who did such fantastic work over the Bag man's pencils back in NEW WARRIORS, is coming aboard to help usher Spidey into his latest era of greatness. And what of Randy Emberlin, our intrepid inklester for the past several years? He'll be moving over to join the team on our sister title, WEB OF SPIDER-MAN, embellishing over that mag's all-new penciler, Steven Butler (of SILVER SABLE and AMAZING ANNUAL #28 fame)! It just proves you can take the inker away from Spidey, but you can't take the Spidey out of the inker!

Dear Spider's Web,

"Lifethelt" is one of the best stories I've read in a long time. I've just read #387, and loved the cover, the Vulture's new costume, and especially the mystery! The storyline with Peter's parents is one of the best Spidey mysteries of all time, mainly because you didn't ruin it by giving away too many clues too early on. Ever since their return, they've seemed legit. Nothing menacing whatsoever until they found out Peter's secret this issue. I'm guessing they have some vendetta against Spider-Man, but didn't know Peter was him until now. That would explain

why his spider-sense didn't go off. I must confess I have no idea why someone who didn't know Peter was Spider-Man would pose as his long-dead parents to get at Spidey... unless they really are Peter's parents working for the Red Skull or somebody. Boy, it's gonna be a long 30 days till next issue!

Then there's the other mystery on page 22. The second Sanchez was obviously the Chameleon, as was that weird janitor. Why would he want the Juvenator? Well, in issue #386, it said that the Juvenator can transfer life energy into a dead host, like Kraven's corpse! Could this be what Chameleon meant in issue #375, when he said that "the hunt won't -- can't -- die while the Chameleon lives"? Just a theory...

Michael Pritchard
108 Joann Drive
Dothan, AL 36301

Read #386 a little closer, Michael! It was never stated that the Juvenator could reanimate dead tissue, just that it could transfer life energy from one source to another, possibly renewing cell structure, as it did when it temporarily transferred some of Spidey's life energy to the Vulture's aged, diseased cells. All clear? Not a bad guess, though! We're anxious to hear what you come up with on the current mystery figure winding his way through all the Spidey books! In any case, you don't have too much longer to wait for the answer!

NEXT ISSUE: Chapter two of "Power and Responsibility," the all-Spider-titles crossover that sets the stage for the avalanche of events that take us to the historic issue #400! The action begins in WEB #117, where the Mystery Man plays an active role in our storyline, as a powerful new villain -- the mysterious Traveller -- takes over Ravencroft Institute and threatens to kill all of its inmates... unless Spider-Man stops him! The catch is that if Spidey does stop him... the inmates all go free! It's the ultimate crisis of conscience for Peter Parker, as he is finally pushed past the brink of insanity! How does the Mystery Man fit in? Pick up next issue and all will be revealed!

And not only that --but all four Spidey books next month will be available in two editions -- a regular, non-enhanced version, and an enhanced "flip book" with two enhanced foil covers, and a top-secret, extra-special back-up feature echoing events in the main story! Don't dare miss the events that will change the course of Spider-history forever!

MULTI-TITLE SALE!



Order first title at listed price below. Each additional title ordered, **SUBTRACT \$1.00 per title!** Single titles are at full price (12 issues per title). Offer expires: Sept. 30, 1994.

\$15.00 Titles (12 Issues)

- ☐ GIU G.I. JOE
- ☐ XCL X-MEN CLASSICS
- ☐ AGE MARVEL AGE
- ☐ MTL MARVEL TALES (FEATURING SPIDER-MAN)
- ☐ SMC SPIDER-MAN CLASSIC
- ☐ XAV X-MEN ADVENTURES

\$18.00 Titles (12 Issues)

- ☐ BAR BARBIE
- ☐ BFB BARBIE FASHION
- ☐ AMZ AMAZING SPIDER-MAN
- ☐ AVE AVENGERS
- ☐ CAM CAPTAIN AMERICA
- ☐ DDV DAREDEVIL
- ☐ HWK DARKHAWK
- ☐ D99 DOOM 2099
- ☐ FAN FANTASTIC FOUR
- ☐ FWK FORCE WORKS
- ☐ G99 GHOST RIDER 2099
- ☐ GAL GUARDIANS OF THE GALAXY
- ☐ INC INCREDIBLE HULK
- ☐ IRM IRON MAN
- ☐ SUB NAMOR
- ☐ NWR NEW WARRIORS
- ☐ PUN PUNISHER (COMIC)
- ☐ P99 PUNISHER 2099
- ☐ R99 RAVAGE 2099
- ☐ SAB SILVER SABLE
- ☐ CAD CONAN THE ADVENTURER
- ☐ PPK SPECTACULAR SPIDER-MAN
- ☐ S99 SPIDER-MAN 2099
- ☐ THR THOR
- ☐ THU THUNDERSTRIKE
- ☐ XME UNCANNY X-MEN
- ☐ WEB WEB OF SPIDER-MAN
- ☐ FAC X-FACTOR
- ☐ XFO X-FORCE
- ☐ MEN X-MEN
- ☐ X99 X-MEN 2099
- ☐ WHI WHAT IF
- ☐ MXC MARVEL COMICS PRESENTS
- ☐ CCL CONAN CLASSICS
- ☐ SCL SABRETOOTH CLASSICS
- ☐ XEY X-MEN: THE EARLY YEARS
- ☐ WMC WAR MACHINE
- ☐ NGT NIGHTWATCH
- ☐ SIL SILVER SURFER

\$21.00 Titles (12 Issues)

- ☐ DH2 DEATH'S HEAD II
- ☐ TFM TRANSFORMERS GENERATION 2

\$23.40 Titles (12 Issues)

- ☐ DDC DR. STRANGE
- ☐ EXC EXCALIBUR
- ☐ GHR GHOST RIDER
- ☐ MOR MORBIUS
- ☐ NOV NOVA
- ☐ ZON PUNISHER WAR ZONE
- ☐ PWJ PUNISHER WAR JOURNAL
- ☐ REN REN & STIMPY
- ☐ SEC SECRET DEFENDERS
- ☐ SPI SPIDER-MAN
- ☐ WAR WARLOCK & THE INFINITY WATCH
- ☐ WOL WOLVERINE
- ☐ NTR NIGHT THRASHER

\$24.00 Titles (12 Issues)

- ☐ HST HELLSTORM
- ☐ CAB CABLE
- ☐ BUT BEAVIS & BUTT-HEAD

\$27.00 Titles (12 Issues)

- ☐ CLC CONAN SAGA
- ☐ GRO GROO
- ☐ SSC SAVAGE SWORD OF CONAN

REFUND GUARANTEE—IF NOT SATISFIED, REFUND ON ALL UNSERVED ISSUES.

ALL COPIES MAILED IN PROTECTIVE POLYBAGS.
YOU MUST ENCLOSE YOUR SELECTIONS WITH COUPON OR PHOTOCOPY OF THIS AD.

If renewing: enclose mailing label, make checks or money orders payable in U.S. funds to Marvel Direct Marketing, Inc. Allow 10 weeks for delivery. (Please print)

FIRST NAME: _____ LAST: _____

ADDRESS: _____

CITY: _____ STATE: _____ ZIP: _____

AGE: _____ SEX: _____

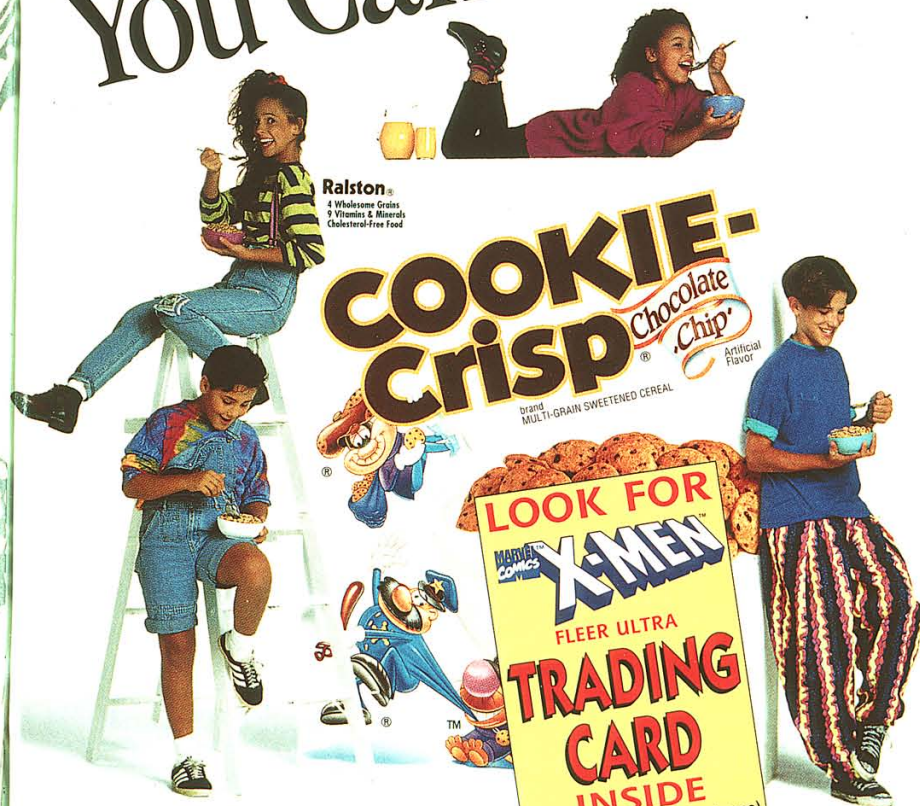
Mail to: **Marvel Direct Marketing, Inc.**
Subscription Dept.
P.O. Box 1979
Danbury, CT. 06813-1979

Foreign: Add \$12/title
Canada: Add \$10/title
(Includes GST# R127032852) H47MR

TM & © 1994 Marvel Entertainment Group, Inc. G.I. JOE, TRANSFORMERS: TM & © 1993 Hasbro, Inc. GROO: TM & © 1993 Sergio Aragones DEATH'S HEAD II: TM & © 1993 Marvel Entertainment Group & Marvel Comics Ltd. CONAN: TM & © 1993 Conan Properties, Inc. TEK WORLD: TM & © 1993 William Shatner. All rights reserved. BARBIE & BARBIE FASHION: TM & © 1993 Mattel, Inc. REN & STIMPY: TM & © 1993 Nickelodeon. BEAVIS & BUTT-HEAD: TM & © 1993 MTV Music Television. HAWKOWERS, PINHEAD: TM & © Film Avenue Entertainment, LTD.

TM & © 2004 MARVEL

Little Cookies You Can't Resist!



MARVEL COMICS, X-MEN: TM & © 1994 Marvel Entertainment Group, Inc. All rights reserved. FLEER ULTRA is a trademark of Fleer Corp.

ADVERTISEMENT

TM & © 2004 MARVEL



NOTHING, **NOTHING**
CAN PREPARE YOU

S E P T E M B E R 1 9 9 4
SUPER NESTM GENESISTM GAME BOYTM GAME GEARTM

MIDWAY

Midway[®] is a registered trademark of Midway[®] Manufacturing Company. All Rights Reserved. Nintendo, Super Nintendo Entertainment System, Game Boy and the official seals are registered trademarks of Nintendo of America, Inc. © 1991 Nintendo of America, Inc. Sega, Genesis, and Game Gear are trademarks of Sega Enterprises, Ltd. All Rights Reserved. Acclaim is a division of Acclaim Entertainment, Inc. © & © 1994 Acclaim Entertainment, Inc. All Rights Reserved.

Acclaim
entertainment, inc.